

# Exhibit A-10

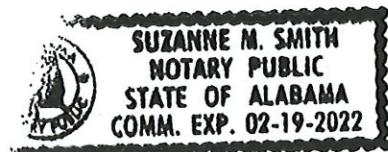
STATE OF ALABAMA  
COUNTY OF JEFFERSON

BEFORE ME, the undersigned Notary Public, on the 1<sup>st</sup> day of July, 2019, personally appeared Matt Geller, Senior Vice President, Senior Corporate Counsel, and Assistant Secretary of BBVA USA, an Alabama banking corporation f/k/a Compass Bank, who being first duly sworn, upon his oath certified that this instrument titled *Articles of Restatement of the Restated Certificate of Incorporation of Compass Bank* was duly executed and is a true and complete copy of the original.



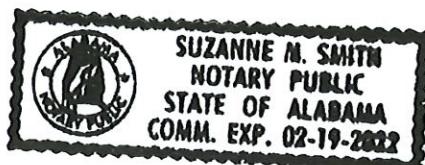
Matt Geller

Subscribed and sworn to before me this 1<sup>st</sup> day of July, 2019.



Suzanne M. Smith  
Notary Public

My commission expires on 2-19-2022



**ARTICLES OF RESTATEMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
COMPASS BANK**

(Originally incorporated under the name  
Central Bank & Trust Company on December 31, 1963.)

County Division Code: AL040  
Inst. # 2019057314 Pages: 1 of 5  
I certify this instrument filed on  
6/11/2019 2:27 PM Doc: PREST  
Alan L. King, Judge of Probate  
Jefferson County, AL. Rec: \$63.00  
Clerk: SANDERSL

Pursuant to Sections 10A-2-10.06 and 10A-2-10.07 of the Alabama Business and Nonprofit Entity Code (the "Code"), the undersigned business corporation, Compass Bank (the "Corporation"), pursuant to a resolution duly adopted by its Board of Directors and Shareholders, hereby submits the following:

**WHEREAS**, the Restated Certificate of Incorporation of the Corporation was filed in the Office of the Judge of Probate of Jefferson County, Alabama, on November 8, 1993, and amended by a Certificate of Amendment, which was filed in said office on December 15, 2000 (as amended, the "Restated Certificate of Incorporation"); and

**WHEREAS**, the Board of Directors and Shareholders of the Corporation desire to amend and restate the Restated Certificate of Incorporation in its entirety;

**NOW, THEREFORE**, the Corporation hereby adopts these Articles of Restatement of the Restated Certificate of Incorporation and certifies as follows:

**FIRST:** That the Restated Certificate of Incorporation is hereby amended, superseded and restated in its entirety as follows:

**ARTICLE ONE:  
ENTITY NAME**

The name of the Corporation shall hereafter be:

"BBVA USA"

**ARTICLE TWO:  
DURATION**

The duration and existence of the Corporation shall be perpetual.

**ARTICLE THREE:  
PURPOSE**

The nature of the business and the purposes and powers of the Corporation are as follows:

3.01 To conduct a general banking and trust company business through such means and at such places as the Board of Directors may deem proper; and

**3.02** To engage in any lawful activity and to exercise all powers permitted to it by the Alabama Business and Nonprofit Entity Code and the Alabama Banking Code.

**ARTICLE FOUR:**  
**AUTHORIZED SHARES**

**4.01** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred One Thousand One Hundred (101,100) consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock of the par value of Ten Dollars (\$10.00) each.

**4.02** The Corporation shall have One Million Eleven Thousand Dollars (\$1,011,000) of stated capital stock consisting of One Hundred One Thousand One Hundred (101,100) shares of common stock.

**4.03** Each holder of the Corporation's common stock shall have the right to purchase its proportion of the issuance of any class of shares, including treasury shares, according to the proportion of its holdings of such class of shares at such price, which may be excess of the par value, within such time, and on such terms as shall be fixed and determined by the Corporation's Board of Directors.

**ARTICLE FIVE:**  
**SPECIAL PROVISIONS**

Insofar as not prohibited by applicable law, the Corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own capital stock to the full extent of undivided profits, earned surplus, capital surplus or other funds lawfully available therefor.

**ARTICLE SIX:**  
**REGISTERED AGENT AND OFFICE**

The name of the registered agent at such address is CT Corporation System. The street address of the agent's registered office is 2 North Jackson Street, Suite 605, Montgomery, AL 36104.

**SECOND:** That the foregoing Second Amended and Restated Certificate of Incorporation of the Corporation contains amendments requiring shareholder approval as follows: ARTICLES ONE, THREE, FOUR, and SIX have been deleted in their entirety and superseded and restated as set forth hereinabove.

**THIRD:** That (a) these Articles of Restatement of the Amended and Restated Certificate of Incorporation of the Corporation were adopted by the unanimous consent of the Board of Directors and Shareholders of the Corporation in the manner prescribed by law on the 25<sup>th</sup> day of April, 2019, (b) the number of shares of the Corporation outstanding at the time of such adoption was 101,100 shares of common stock and the number of shares entitled to vote thereon was 101,100 shares of common stock, all of which were represented when such action was taken; (c) the common stock of the corporation constitutes the only voting group entitled to vote on the

amendment; and (d) the number of shares voted for such amendment was 101,100 shares of common stock and no shares were voted against such amendment.

**FOURTH:** That the foregoing Second Amended and Restated Certificate of Incorporation of the Corporation was duly adopted for the purpose of becoming subject to the provisions of the Code. This Second Amended and Restated Certificate of Incorporation of the Corporation shall supersede the original Certificate of Incorporation and all restatements and amendments thereto.

The within Articles of Restatement of the Restated Certificate of Incorporation is being filed in the Office of the Judge of Probate of Jefferson County, Alabama, for the purpose of effecting such amendment in accordance with the requirements of Section 10A-1-4.02 of the Code.

This document shall be effective on June 10, 2019.

BBVA USA



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Brian Herrick, Executive Vice President &  
Associate General Counsel